

## **2019 Resolution R-1**

### **Resolution to Ratify Elections of the Board of Trustees of Boys' Home, Incorporated**

Submitted by Executive Board of the Diocese

EXPLANATION: In 2010, Boys' Home, Incorporated adopted amended bylaws which changed the method of electing Trustees (Directors) of the non-stock corporation. Around that same time, the Dioceses of Southern Virginia and Southwestern Virginia ceased nominating persons to stand for election as Trustees (Directors), which they had the right to do under the Articles of Incorporation or else failed to nominate the number of persons they were entitled to nominate under the Articles of Incorporation. Persons nominated by the Dioceses were not guaranteed to be elected, so this oversight may have no legal effect. Nonetheless, this resolution is being offered out of an abundance of caution to ensure that no technical objection to the election of Trustees (Directors) can be raised at a later time. The same resolution will be offered at the Annual Convention of the Diocese of Southwestern Virginia, except that the text will be revised as necessary to reflect the name of the Diocese adopting the resolution.

WHEREAS, the Episcopal Diocese of Southern Virginia has a long history of supporting the mission of Boys' Home, Incorporated; and

WHEREAS, Boys' Home, Incorporated is organized as a non-stock corporation under the laws of the Commonwealth of Virginia; and

WHEREAS, in 1980, the Articles of Incorporation of Boys' Home, Incorporated were amended to provide that "[t]he members of the corporation shall consist of all regularly enrolled members of the churches of the Diocese of Southern Virginia, Southwestern Virginia," but further provided that "the entire voting power shall be vested in the Trustees" of Boys' Home, Incorporated; and

WHEREAS, that same amendment to the Articles of Incorporation provided for the Episcopal Diocese of Southwestern Virginia and the Episcopal Diocese of Southern Virginia to nominate persons to stand for election as Trustees of Boys' Home, Incorporated; and

WHEREAS, the Episcopal Diocese of Southwestern Virginia and the Episcopal Diocese of Southern Virginia failed, in certain years, to nominate persons to stand for election as Trustees of Boys' Home, Incorporated and/or failed to nominate the correct number of persons to stand for election as Trustees of Boys' Home, Incorporated; and

WHEREAS, the Virginia Nonstock Corporation Act provides that, where no members having voting rights, the board of directors of a nonstock corporation may adopt amendments to the Articles of Incorporation so long as at least two-thirds of the directors in office approve such amendments; and

WHEREAS, the Trustees of Boys' Home, Incorporated adopted Amended and Restated Articles of Incorporation on April 26, 2018; and

WHEREAS, the Amended and Restated Articles of Incorporation set out a different procedure for nominating and electing Trustees of Boys' Home, Incorporated, while still providing for no more than ten (10) "Diocesan Trustees," no more than five (5) of these "Diocesan Trustees" to be Episcopalians from the Diocese of Southwestern Virginia and no more than five (5) of these "Diocesan Trustees" to be Episcopalians from the Diocese of Southern Virginia; and

WHEREAS, the members of Boys' Home, Incorporated, having no voting rights in the corporation, were not required to approve the Amended and Restated Articles of Incorporation; and

WHEREAS, the Episcopal Diocese of Southern Virginia nonetheless desires to express its support for the actions of the Trustees of Boys' Home, Incorporated; and

WHEREAS, the Episcopal Diocese of Southern Virginia having failed, in certain years, to nominate persons to stand for election as Trustees of Boys' Home, Incorporated and/or failed

to nominate the correct number of persons to stand for election as Trustees of Boys' Home, Incorporated, wishes to make clear that it fully waives any rights it may have had to nominate other persons to stand for election as Trustees of Boys' Home, Incorporated; and wishes to make clear that it ratifies the election of the Trustees of Boys' Home, Incorporated even though such election may not, in certain years, have included nominees from the Episcopal Diocese of Southern Virginia and/or may not have included the correct number of nominees from the Episcopal Diocese of Southern Virginia as permitted under the Articles of Incorporation as in effect prior to April 26, 2018;

**NOW, THEREFORE, BE IT RESOLVED** by the 127<sup>th</sup> Annual Council of the Episcopal Diocese of Southern Virginia that:

1. The Episcopal Diocese of Southern Virginia expressly and affirmatively waives any rights it may have had to nominate additional persons to stand for election as Trustees of Boys' Home, Incorporated in any years prior to the year 2018; and
2. To the extent it might, or arguably might, be required to do so, the Episcopal Diocese of Southern Virginia approves and ratifies the elections of the Trustees of Boys' Home, Incorporated for all years prior to the year 2018, even if the nominees for election may have failed (or arguably may have failed) to include all of the nominees the Episcopal Diocese of Southwestern Virginia and the Episcopal Diocese of Southern Virginia were to nominate persons to stand for election as Trustees.

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